IN THE UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

)	X
In re	Chapter 11
DELPHI CORPORATION, <u>et al.</u> ,	Case No. 05-44481 (RDD)
Debtors.	(Jointly Administered)
: ?	x
<u>AFFIDAVIT (</u>	OF SERVICE
I, Elizabeth Adam, being duly sworn employed by Kurtzman Carson Consultant noticing agent for the Debtors in the above-ca	
On February 14, 2007, I caused to be the parties listed on <u>Exhibit A</u> hereto via over <u>Exhibit B</u> hereto via electronic notification a hereto via facsimile:	
	With Respect to Proof of Claim Number (echanics Analysis, Inc.) (Docket No. 6954) Exhibit D]
Dated: February 21, 2007	/s/ Elizabeth Adam Elizabeth Adam
Subscribed and sworn to (or affirmed) before Elizabeth Adam, personally known to me or pevidence to be the person who appeared before	proved to me on the basis of satisfactory
Signature: /s/ Shannon J. Spencer	
Commission Expires: 6/20/10	

EXHIBIT A

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COMPANY Brown Rudnick Berlack Israels	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	donald.bernstein@dpw.com brian.resnick@dpw.com	Counsel to Debtor's Postpetition Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	MI	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member Counsel to Flextronics
Flextronics International Flextronics International USA.	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	со	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	International Counsel to Flextronics
Inc.	Paul W. Anderson	2090 Fortune Drive 6501 William Cannon Drive		San Jose	CA	95131	408-428-1308		paul.anderson@flextronics.com	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III Brad Eric Sheler	West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trey.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue 1701 Pennsylvania Avenue,		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP Honigman Miller Schwartz and	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue 660 Woodward	Detroit	МІ	48226-3583	3 313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation Counsel to General Motors
Cohn LLP	Robert B. Weiss, Esq. Attn: Insolvency Department, Maria	2290 First National Building	Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Corporation
Internal Revenue Service	Valerio	290 Broadway	5th Floor	New York	NY	10007	212-436-1038	212-436-1931	mariaivalerio@irs.gov	IRS
Internal Revenue Service	Attn: Insolvency Department	477 Michigan Ave	Mail Stop 15	Detroit	MI	48226	313-628-3648	313-628-3602		Michigan IRS
IUE-CWA	Conference Board Chairman	2360 W. Dorothy Lane	Suite 201	Dayton	ОН	45439	937-294-7813	937-294-9164		Creditor Committee Member
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
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Kurtzman Carson Consultants	Sheryl Betance	12910 Culver Blvd.	Suite I	Los Angeles	CA	90066	310-823-9000	310-823-9133	sbetance@kccllc.com	Noticing and Claims Agent
Latham & Watkins LLP Law Debenture Trust of New	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	Counsel to Official Committee of Unsecured Creditors
York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee

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Delphi Corporation
Master Service List

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McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	jdejonker@mwe.com	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Mohsin N. Khambati	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	mkhambati@mwe.com	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	pclark@mwe.com	Counsel to Recticel North America, Inc.
										Counsel to Movant Retirees and Proposed Counsel to The Official
McTigue Law Firm	J. Brian McTigue	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	bmctigue@mctiguelaw.com	Committee of Retirees Counsel to Movant Retirees and
McTique Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiquelaw.com	Proposed Counsel to The Official Committee of Retirees
Mesirow Financial	Leon Szlezinger	666 Third Ave	21st Floor	New York	NY	10017	212-808-8366	212-682-5015	Iszlezinger@mesirowfinancial.com	UCC Professional
Westow Financial	Gregory A Bray Esq	ood Tillia Ave	213(1100)	IVEW TOIR	141	10017	212-000-0000	212-002-3013	gbray@milbank.com	Counsel to Cerberus Capital
Milbank Tweed Hadley & McCloy LLP	Thomas R Kreller Esq James E Till Esq	601 South Figueroa Street	30th Floor	Los Angeles	CA	90017	213-892-4000	213-629-5063	tkreller@milbank.com itill@milbank.com	Management LP and Dolce Investments LLC
		3		3						Counsel to Blue Cross and Blue
Morrison Cohen LLP	Joseph T. Moldovan, Esq.	909 Third Avenue		New York	NY	10022	2127358603	9175223103	jmoldovan@morrisoncohen.com	Shield of Michigan Securities and Exchange
Northeast Regional Office	Mark Schonfeld, Regional Director	3 World Financial Center	Room 4300	New York	NY	10281	212-336-1100	212-336-1323	newyork@sec.gov	Commission New York Attorney General's
Office of New York State	Attorney General Eliot Spitzer	120 Broadway		New York City	NY	10271	212-416-8000	212-416-6075	ServeAG@oag.state.ny.us	Office
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O'Melveny & Myers LLP	Tom A. Jerman, Rachel Janger	1625 Eye Street, NW		Washington	DC	20006	202-383-5300	202-383-5414	tjerman@omm.com	Special Labor Counsel
Pension Benefit Guaranty										Chief Counsel to the Pension
Corporation	Ralph L. Landy	1200 K Street, N.W.	Suite 340	Washington	DC	20005-4026	2023264020	2023264112	landy.ralph@pbgc.gov	Benefit Guaranty Corporation
Pension Benefit Guaranty Corporation	Jeffrey Cohen	1200 K Street, N.W.	Suite 340	Washington	DC	20005	202-326-4020	202-326-4112	garrick.sandra@pbgc.gov efile@pbgc.gov	Counsel to Pension Benefit Guaranty Corporation
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& Flom LLP	Ron E. Meisler	333 W. Wacker Dr.	Suite 2100	Chicago	IL	60606	312-407-0700	312-407-0411	rmeisler@skadden.com	Counsel to the Debtor
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Spencer Fane Britt & Browne		1 North Brentwood								Counsel to Movant Retirees and Proposed Counsel to The Official
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Spencer Fane Britt & Browne LLP	Nicholas Franke	1 North Brentwood Boulevard	Tenth Floor	St. Louis	MO	63105	314-863-7733	314-862-4656	nfranke@spencerfane.com	Proposed Counsel to The Official Committee of Retirees
Stavena 8 Lea 5 C	Chester B. Salomon, Constantine	405 Madiana Assess			NIV				cp@stevenslee.com	Coursel to Marries Inc.
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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
Togut, Segal & Segal LLP	Albert Togut	One Penn Plaza	Suite 3335	New York	NY	10119	212-594-5000	212-967-4258	altogut@teamtogut.com	Conflicts Counsel to the Debtors
	MaryAnn Brereton, Assistant									
Tyco Electronics Corporation	General Counsel	60 Columbia Road		Morristown	NJ	7960	973-656-8365	973-656-8805		Creditor Committee Member
								212-668-2255		
								does not take		
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-211	2 212-510-0500	service via fax		Counsel to United States Trustee
										Proposed Conflicts Counsel to the
			301 Commerce							Official Committee of Unsecured
Warner Stevens, L.L.P.	Michael D. Warner	1700 City Center Tower II	Street	Fort Worth	TX	76102	817-810-5250	817-810-5255	mwarner@warnerstevens.com	Creditors
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Jeffrey L. Tanenbaum, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	jeff.tanenbaum@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Martin J. Bienenstock, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	martin.bienenstock@weil.com	Corporation
										Counsel to General Motors
Weil, Gotshal & Manges LLP	Michael P. Kessler, Esq.	767 Fifth Avenue		New York	NY	10153	212-310-8000	212-310-8007	michael.kessler@weil.com	Corporation
			1100 North							Creditor Committee
Wilmington Trust Company	Steven M. Cimalore	Rodney Square North	Market Street	Wilmington	DE	19890	302-636-6058	302-636-4143	scimalore@wilmingtontrust.com	Member/Indenture Trustee

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
								Vice President of Administration
Akebono Corporation (North America)	Alan Swiech	34385 Twelve Mile Road		Farminton Hills	MI	48331	248-489-7406	for Akebono Corporation
Cage Williams & Abelman, P.C.	Steven E. Abelman	1433 Seventeenth Street		Denver	CO	80202	303-295-0202	Counsel to United Power, Inc.
Colbert & Winstead, P.C.	Amy Wood Malone	1812 Broadway		Nashville	TN	37203	615-321-0555	Counsel to Averitt Express, Inc.
								Counsel to DaimlerChrysler
								Corporation; DaimlerChrylser
								Motors Company, LLC;
Daniels & Kaplan, P.C.	Jay Selanders	2405 Grand Boulevard	Suite 900	Kansas City	MO	64108-2519	816-221-3086	DaimlerChrylser Canada, Inc.
								Counsel to Tremont City Barrel Fill
Dykema Gossett PLLC	Gregory J. Jordan	10 Wacker	Suite 2300	Chicago	IL	60606	312-627-2171	PRP Group
Entergy Services, Inc.	Alan H. Katz	7411 Highway 51 North		Southaven	MS	38671		Company
								Counsel to Ryder Integrated
Genovese Joblove & Battista, P.A.	Craig P. Rieders, Esq.	100 S.E. 2nd Street	Suite 4400	Miami	FL	33131	305-349-2300	Logistics, Inc.
	Beth Klimczak, General							General Counsel to Jason
Jason, Inc.	Counsel	411 E. Wisconsin Ave	Suite 2120	Milwaukee	WI	53202		Incorporated
								Paralegal Collection Specialist for
Miami-Dade County Tax Collector	Metro-Dade Paralegal Unit	140 West Flagler Street	Suite 1403	Miami	FL	33130	305-375-5314	Miami-Dade County
								Corporate Secretary for
								Professional Technologies
Professional Technologies Services	John V. Gorman	P.O. Box #304		Frankenmuth	MI	48734	989-385-3230	Services

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Delphi Corporation Special Party

CLAIMANT	NAME	COMPANY	ADDRESS1	CITY	STATE	ZIPCODE
Yilmaz Sahinkaya Structural Mechanics Analysis Inc.	Yilmaz Sahinkaya	Yilmaz Sahinkaya Structural Mechanics Analysis Inc.	P.O. Box 700910	San Jose	CA	95170

EXHIBIT B

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COMPANY Brown Rudnick Berlack Israels	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION
LLP	Robert J. Stark	Seven Times Square		New York	NY	10036	212-209-4800	212-2094801	rstark@brownrudnick.com	Indenture Trustee
Cohen, Weiss & Simon	Bruce Simon	330 W. 42nd Street		New York	NY	10036	212-356-0231	212-695-5436	bsimon@cwsny.com	
Curtis, Mallet-Prevost, Colt & mosle LLP	Steven J. Reisman	101 Park Avenue		New York	NY	10178-0061	2126966000	2126971559	sreisman@cm-p.com	Counsel to Flextronics International, Inc., Flextronics International USA, Inc.; Multek Flexible Circuits, Inc.; Sheldahl de Mexico S.A.de C.V.; Northfield Acquisition Co.; Flextronics Asia- Pacific Ltd.; Flextronics Technology (M) Sdn. Bhd
	Donald Bernstein						212-450-4092	212-450-3092	donald.bernstein@dpw.com	Counsel to Debtor's Postpetition
Davis, Polk & Wardwell	Brian Resnick	450 Lexington Avenue		New York	NY	10017	212-450-4213	212-450-3213	brian.resnick@dpw.com	Administrative Agent
Delphi Corporation	Sean Corcoran, Karen Craft	5725 Delphi Drive		Troy	MI	48098	248-813-2000	248-813-2491	sean.p.corcoran@delphi.com karen.j.craft@delphi.com	Debtors
Electronic Data Systems Corp.	Michael Nefkens	5505 Corporate Drive MSIA		Troy	МІ	48098	248-696-1729	248-696-1739	mike.nefkens@eds.com	Creditor Committee Member Counsel to Flextronics
Flextronics International Flextronics International USA,	Carrie L. Schiff	305 Interlocken Parkway		Broomfield	СО	80021	303-927-4853	303-652-4716	cschiff@flextronics.com	International Counsel to Flextronics
Inc.	Paul W. Anderson	2090 Fortune Drive		San Jose	CA	95131	408-428-1308		paul.anderson@flextronics.com	International USA, Inc.
Freescale Semiconductor, Inc.	Richard Lee Chambers, III	6501 William Cannon Drive West	MD: OE16	Austin	TX	78735	512-895-6357	512-895-3090	trev.chambers@freescale.com	Creditor Committee Member
Fried, Frank, Harris, Shriver & Jacobson	Brad Eric Sheler Bonnie Steingart Vivek Melwani Jennifer L Rodburg Richard J Slivinski	One New York Plaza		New York	NY	10004	212-859-8000	212-859-4000	rodbuje@ffhsj.com sliviri@ffhsj.com	Counsel to Equity Security Holders Committee
FTI Consulting, Inc.	Randall S. Eisenberg	3 Times Square	11th Floor	New York	NY	10036	212-2471010	212-841-9350	randall.eisenberg@fticonsulting.com	Financial Advisors to Debtors
General Electric Company	Valerie Venable	9930 Kincey Avenue 1701 Pennsylvania Avenue,		Huntersville	NC	28078	704-992-5075	866-585-2386	valerie.venable@ge.com	Creditor Committee Member
Groom Law Group	Lonie A. Hassel	NW		Washington	DC	20006	202-857-0620	202-659-4503	lhassel@groom.com	Counsel to Employee Benefits
Hodgson Russ LLP	Stephen H. Gross	152 West 57th Street	35th Floor	New York	NY	10019	212-751-4300	212-751-0928	sgross@hodgsonruss.com	Counsel to Hexcel Corporation
Honigman Miller Schwartz and Cohn LLP	Frank L. Gorman, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	fgorman@honigman.com	Counsel to General Motors Corporation
Honigman Miller Schwartz and Cohn LLP	Robert B. Weiss, Esq.	2290 First National Building	660 Woodward Avenue	Detroit	MI	48226-3583	313-465-7000	313-465-8000	rweiss@honigman.com	Counsel to General Motors Corporation
Jefferies & Company, Inc,	William Q. Derrough	520 Madison Avenue	12th Floor	New York	NY	10022	212-284-2521	212-284-2470	bderrough@jefferies.com	UCC Professional
	Thomas F. Maher, Richard Duker,								thomas.f.maher@chase.com richard.duker@jpmorgan.com	
JPMorgan Chase Bank, N.A.	Gianni Russello	270 Park Avenue		New York	NY	10017	212-270-0426	212-270-0430	gianni.russello@jpmorgan.com	Postpetition Administrative Agent
JPMorgan Chase Bank, N.A. Kramer Levin Naftalis & Frankel LLP	Vilma Francis	270 Park Avenue 1177 Avenue of the		New York	NY	10017	212-270-5484	212-270-4016	vilma.francis@jpmorgan.com	Prepetition Administrative Agent Counsel Data Systems Corporation; EDS Information
Kramer Levin Naftalis & Frankel LLP	Gordon Z. Novod Thomas Moers Mayer	Americas 1177 Avenue of the Americas		New York	NY	10036	212-715-9100	212-715-8000	gnovod@kramerlevin.com tmayer@kramerlevin.com	Services, LLC Counsel Data Systems Corporation; EDS Information Services, LLC
Kurtzman Carson Consultants	Sheryl Betance	12910 Culver Blvd.	Suite I	Los Angeles	CA	90066	310-823-9000	310-823-9133	sbetance@kccllc.com	Noticing and Claims Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue		New York	NY	10022	212-906-1370	212-751-4864	robert.rosenberg@lw.com	Counsel to Official Committee of Unsecured Creditors
Law Debenture Trust of New York	Patrick J. Healy	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	patrick.healy@lawdeb.com	Indenture Trustee
Law Debenture Trust of New York	Daniel R. Fisher	400 Madison Ave	Fourth Floor	New York	NY	10017	212-750-6474	212-750-1361	daniel.fisher@lawdeb.com	Indenture Trustee
McDermott Will & Emery LLP	David D. Cleary	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	dcleary@mwe.com	Counsel to Recticel North America, Inc.
McDermott Will & Emery LLP	Jason J. DeJonker	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	jdejonker@mwe.com	Counsel to Recticel North America, Inc.

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COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	FAX	EMAIL	PARTY / FUNCTION Counsel to Recticel North
McDermott Will & Emery LLP	Peter A. Clark	227 West Monroe Street	Suite 5400	Chicago	IL	60606	312-372-2000	312-984-7700	pclark@mwe.com	America, Inc.
										Counsel to Movant Retirees and
										Proposed Counsel to The Official
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										Proposed Counsel to The Official
McTigue Law Firm	Cornish F. Hitchcock	5301 Wisconsin Ave. N.W.	Suite 350	Washington	DC	20015	202-364-6900	202-364-9960	conh@mctiquelaw.com	Committee of Retirees
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EXHIBIT C

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EXHIBIT D

Hearing Date: April 13, 2007

Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11

DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)

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: (Jointly Administered)

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Debtors.

DEBTORS' STATEMENT OF DISPUTED ISSUES WITH RESPECT TO PROOF OF CLAIM NUMBER 7907 (Yilmaz Sahinkaya Structural Mechanics Analysis, Inc.)

("STATEMENT OF DISPUTED ISSUES – Yilmaz Sahinkaya Structural Mechanics Analysis, Inc.")

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), hereby submit this Statement of Disputed Issues (the "Statement of Disputed Issues") With Respect To Proof Of Claim Number 7907 (the "Proof of Claim") filed by Yilmaz Sahinkaya Structural Mechanics Analysis, Inc. ("Yilmaz SMA"), and respectfully represent as follows:

Background

- 1. Yilmaz SMA filed the Proof of Claim on or about June 13, 2006. The Proof of Claim asserts an unsecured nonpriority claim in the amount of \$42,400 (the "Claim") stemming from an agreement between Yilmaz SMA and Delphi Automotive Systems LLC ("DAS LLC") whereby Yilmaz SMA agreed to provide technical services required by DAS LLC in conjunction with a certain project (the "Project") to develop an accurate and reliable computer modeling and simulation program to be used as a system design and analysis tool to test and analyze electrical systems in automotive vehicles. The Purchase Order dated July 2, 1999 (the "Purchase Order"), the purchase order terms for information systems and services ("IS&S Terms"), the statement of work ("SOW"), and the terms and conditions from September 30, 1998 ("Terms and Conditions") contain the terms by which DAS LLC agreed to purchase services from Yilmaz SMA. See Purchase Order, attached to the Proof of Claim as Attachment A.
- 2. The Debtors objected to the Claim pursuant to the Debtors' (i) Fifth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation and (b) Claims Not Reflected on Debtors' Books and Records (Docket No. 6100) (the "Fifth Omnibus Claims Objection"), which was filed on December 8, 2006.

3. On January 3, 2007, Yilmaz SMA filed a Response to Debtors' Fifth Omnibus Objection To Its Claim No. 7907 (Docket No. 6421) (the "Response"). In the Response, Yilmaz SMA asserts that the Claim constitutes its completion of "80% of the work products described in the [SOW]" for the Project. See Response, p. 1. Yilmaz SMA further explains that the Claim is based on work between April 28, 2000 and September 14, 2000. See Invoice 2, attached to the Proof of Claim as Attachment C.

Disputed Issues

- 4. The Debtors are not liable to Yilmaz SMA for any alleged costs beyond the \$24,000 they already paid Yilmaz SMA on June 14, 2000. DAS LLC and Yilmaz SMA entered into the Purchase Order that, along with the IS&S Terms, the SOW, and the Terms and Conditions, all incorporated in the Purchase Order, set forth the terms upon which DAS LLC would purchase services from Yilmaz SMA for the Project. See Purchase Order, attached to the Proof of Claim as Attachment A.
- 5. The goal of the Project was for Yilmaz SMA to provide DAS LLC a user friendly computer modeling and simulation program (the "Program") that would allow DAS LLC engineers to experiment through simulation with various electrical architectures, i.e., electrical components and their interconnections, under a wide range of load demands and vehicle operating conditions. Ultimately, the Program's business purpose was to help DAS LLC achieve its goal of reaching an appropriate margin between high fuel efficiency and price point for a particular vehicle. Although DAS LLC employs its own engineers, DAS LLC hired Yilmaz SMA as an outside consultant because Yilmaz SMA represented it had expertise with this type of Project and it could focus exclusively on the Project while DAS LLC engineers could focus on other matters.

6. The Purchase Order sets forth the four interrelated tasks and associated costs that Yilmaz SMA agreed to provide DAS LLC related to the Project:

Task 1:	Power Source Sub System Analysis and Program Development	\$32,000
Task 2:	Electrical Power Demand Loads Sub System Analysis and Program Development	\$48,000
Task 3:	Integrated System Analysis and Program Development	\$24,000
Task 4:	Documentation/Training	\$16,000

<u>See</u> Purchase Order, attached to the Proof of Claim as Attachment A. DAS LLC agreed to pay Yilmaz SMA the amount associated with each task upon the timely and satisfactory completion of such task.

7. Task 1 required Yilmaz SMA to provide analysis and models related to the various components that represent the power system, i.e., *sources* of power and their distributors, in automobiles. Task 2, on the other hand, required Yilmaz SMA to provide analysis and models for various components that are *users* of power in automobiles. Task 3 required Yilmaz SMA to provide a Program that allows DAS LLC engineers to combine the component models from Tasks 1 and 2 into any desired electrical architecture they needed for a particular vehicle. Task 4 required Yilmaz to prepare and timely deliver a final report describing the analysis and results from Task 1 through Task 3 and to conduct onsite training regarding the Program.

A. <u>Yilmaz SMA Did Not Timely And Satisfactorily Complete Task 1</u>.

8. With respect to Task 1, Yilmaz SMA agreed to create component models for all aspects of the electrical power system of a vehicle that would ultimately provide building blocks for a larger simulation program. The work product Yilmaz SMA delivered to DAS LLC failed to meet the requirements of the Purchase Order.

- 9. As an initial matter, Yilmaz SMA's work was untimely and incomplete. Yilmaz SMA agreed to complete all tasks within 6 months of the commencement of the Project on August 16, 1999, i.e., by February 2000. See Kickoff Memorandum, attached to the Response as Attachment 2. However, Yilmaz SMA's own records reflect that it reduced the first invoice for Task 1 work from \$32,000 to \$24,000 in recognition of the fact that at best only 75% of the work on Task 1 was completed by April 28, 2000 and that there was an error in at least one component model it provided DAS LLC. See Response, p. 4; see also Invoice 1, attached to Proof of Claim as Attachment B. In any event, on June 14, 2000, DAS LLC paid Yilmaz SMA \$24,000 for services related to the Project rendered through April 28, 2000. Yilmaz SMA had not timely and satisfactorily completed Task 1 by the date DAS LLC paid Invoice 1.
- 10. Moreover, it was only with extensive assistance from DAS LLC's own in house resources that Yilmaz SMA even completed any work of Task 1. During the Project, DAS LLC expended a considerable amount of in house resources to educate Yilmaz SMA about basic technologies related to the Project that Yilmaz SMA had represented to DAS LLC it had expertise in prior to commencement of the Project. For example, DAS LLC provided Yilmaz SMA all information it needed to develop analyses and models as contemplated for the Project. Nevertheless, DAS LLC engineers had to run shadow models to explain various aspects of the process to Yilmaz SMA. Yilmaz SMA was providing to DAS LLC engineers only what they had already modeled and provided to Yilmaz SMA. In fact, DAS LLC's engineers working with the same information as Yilmaz SMA were able to develop just such models for the Project. Yilmaz SMA's work therefore was of no value or use to DAS LLC.
- 11. Furthermore, the models and analyses Yilmaz SMA provided were of no use to DAS LLC because they were in hard copy format and in a software language with which

DAS LLC engineers were unfamiliar. Even putting aside the untimely nature of the work and DAS LLC's extensive assistance with its development, Yilmaz SMA only provided materials to DAS LLC in hard copy format despite an agreement to the contrary and repeated requests for electronic models. As a result of Yilmaz SMA's failure to provide models in electronic format, DAS LLC engineers could not use or test any of the work that Yilmaz SMA submitted.

- 12. Yilmaz SMA also insisted at the onset of the Project that it should develop the Program in CSSL-V, a software system not generally used by DAS LLC or the industry.

 DAS LLC only agreed to the use of CSSL-V on the condition that Yilmaz SMA convert the component models (and later the Program) into DAS LLC's preferred software programs of Saber or Matlab/Simulink and also provide DAS LLC with the CSSL-V codes that it used for the Project. Yilmaz SMA never complied with those obligations.
- B. <u>Yilmaz SMA Did Not Timely And Satisfactorily Complete Task 2.</u>
- 13. With respect to Task 2, Yilmaz SMA agreed to create component models for all aspects of a vehicle that demand/utilize power and would ultimately provide the building blocks for a larger simulation Program. Even if Yilmaz SMA provided DAS LLC some component models within Task 2, any alleged work product it provided failed to meet the requirements of the Purchase Order. Similar to Task 1, the work was untimely. Task 2 was scheduled for completion in four months. Yet the task remained incomplete as of September 14, 2000 nearly 13 months after commencement of the Project. See Invoice 2, attached to the Proof of Claim as Attachment C; see also Kickoff Memorandum, attached to the Response as Attachment 2.
- 14. Moreover, any alleged work submitted by Yilmaz SMA related to Task 2 suffered from the same infirmities as those submitted with respect to Task 1. For example,

Yilmaz SMA required excessive assistance from DAS LLC engineers, provided models to DAS LLC only in hard copy format, and used a software language unfamiliar to DAS LLC.

C. <u>Yilmaz SMA Did Not Timely And Satisfactorily Complete Tasks 3 and 4.</u>

15. With respect to Tasks 3 and 4, Yilmaz SMA agreed to provide DAS LLC the ability to integrate all the component models into a user friendly computer simulation Program and conduct training related to the Program. As of September 14, 2000, Yilmaz SMA had not even completed Tasks 1 or 2, i.e., the building blocks for the Program, let alone development of the Program itself or providing any related documentation or training to DAS LLC. In fact, Yilmaz SMA itself admits as much in its Response when it states that the "final technical report [was] written by the SMA team after the cancellation of the [Purchase Order]." See Response, p. 6.

D. Yilmaz SMA's Claim Is Excessive and Unsubstantiated.

on September 14, 2000 ("Termination Letter") because Yilmaz SMA did not meet its obligations under the Purchase Order. Notably, Yilmaz SMA had not completed Task 1 or any of the remaining tasks by the date of the Termination Letter – almost 13 months after the Project started on August 16, 1999 – notwithstanding that Yilmaz SMA had agreed all tasks would be finished within 6 months of the commencement of the Project. See Kickoff Memorandum, attached to the Response as Attachment 2. Accordingly, DAS LLC was not obligated to compensate Yilmaz SMA for services invoiced and therefore the Claim is excessive and unsubstantiated.

Conclusion

17. In short, Yilmaz SMA's work related to Tasks 1 and 2 should have been building blocks for Task 3 and part of a comprehensive Program that gave DAS LLC engineers

the ability in a user friendly manner to manipulate the electrical components (e.g., building blocks) and/or external conditions to simulate a range of results in vehicles. Instead, Yilmaz SMA provided only a limited number of stand-alone components in hard copy format (that DAS LLC had already developed in house) with no process for integration and with no ability to conduct user friendly computer simulation. DAS LLC already has paid Yilmaz SMA \$24,000 which more than compensates Yilmaz SMA. Simply put, Yilmaz SMA did not timely and satisfactorily perform the work it promised to do. Accordingly, DAS LLC has no obligation to pay Yilmaz SMA additional compensation and the Claim should be disallowed and expunged.

Reservation of Rights

18. This Statement Of Disputed Issues is submitted by the Debtors pursuant to paragraph 9(d) of the Order Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 2002(m), 3007, 7016, 7026, 9006, 9007, And 9014 Establishing (i) Dates For Hearings Regarding Objections To Claims And (ii) Certain Notices And Procedures Governing Objections To Claims (Docket No. 6089) (the "Claims Objection Procedures Order"). Consistent with the provisions of the Claims Objection Procedures Order, the Debtors' submission of this Statement Of Disputed Issues is without prejudice to (a) the Debtors' right to later identify and assert additional legal and factual bases for disallowance, expungement, reduction, or reclassification of the Claim and (b) the Debtors' right to later identify additional documentation supporting the disallowance, expungement, reduction, or reclassification of the Claim.

WHEREFORE the Debtors respectfully request that this Court enter an order disallowing and expunging the Claim and granting the Debtors such other and further relief as is just.

Dated: New York, New York February 14, 2007

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